

TRINITY INDUSTRIES LEASING COMPANY

A Subsidiary of Trinity Industries, Inc.

RECORDATION NO. 11400-K Filed 1425

APR 1- 1980 - 9 05 AM

INTERSTATE COMMERCE COMMISSION

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INTERSTATE COMMERCE COMMISSION

April 1, 1980

No.

APRIL

Date

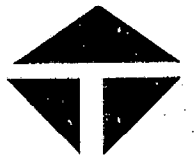
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ICC Washington, D. C.

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Secretary
Interstate Commerce Commission
Washington, D. C. 20423

Gentlemen:

In accordance with the provisions of Section 11303 of the Interstate Commerce Act, as revised, and Rules and Regulations of the Interstate Commerce Commission ("ICC") thereunder, there is submitted herewith for filing and recordation an Assignment and a Bill of Sale with regard to the railroad cars described therein, used or intended for use in connection with interstate commerce as follows:

1. Three (3) executed counterparts of an Assignment dated as of March 28, 1980, between Trinity Industries Leasing Company and Mercantile National Bank at Dallas, as Trustee;

2. Three (3) executed counterparts of a Bill of Sale dated as of March 28, 1980, between Trinity Industries Leasing Company and Mercantile National Bank at Dallas, as Trustee. The address of Trinity Industries Leasing Company is 4001 Irving Boulevard, Dallas, Texas 75247, and the address of Mercantile National Bank at Dallas is 1704 Main Street, Dallas, Texas 75201.

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The railroad equipment covered by the Assignment and the Bills of Sale is described in Exhibit A hereto.

The Assignment and the Bill of Sale have been executed and delivered in connection with an Equipment Trust Agreement dated as of January 15, 1980, and filed with the ICC on January 22, 1980, and which has been assigned the following recordation number: 11400.

Enclosed is a check to cover the recordation fee.

You are hereby authorized to deliver two executed copies of the Assignment and the Bills of Sale, with filing data noted thereon, following recordation thereof, to the representative of Messrs. Dewey, Ballantine, Bushby, Palmer & Wood, who is delivering this letter and said enclosures to you.

Very truly yours,

TRINITY INDUSTRIES LEASING COMPANY

By EB Breeding
Vice President

RECORDATION NO. 11400-P Filed 1425

APR 1 - 1980 - 9 02 AM

INTERSTATE COMMERCE COMMISSION

TRINITY INDUSTRIES LEASING COMPANY

Equipment Trust, Series 1

Bill of Sale

THIS AGREEMENT, dated as of the 28th day of March, 1980, between TRINITY INDUSTRIES LEASING COMPANY, a Texas corporation (hereinafter called "Seller"), and MERCANTILE NATIONAL BANK AT DALLAS, a national banking association, as Trustee (hereinafter called "Buyer"), pursuant to Section 4.03(d)(ii) of the Equipment Trust Agreement dated as of January 15, 1980 (the "Equipment Trust Agreement"), between Seller and Buyer,

W I T N E S S E T H :

that in consideration of \$10.00 in hand paid and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Seller does hereby sell, grant and convey to the Buyer the railroad cars described in Exhibit A attached hereto and made a part hereof for all purposes.

Seller hereby warrants that it has good and marketable title to the described railroad cars and that Seller's title to the described railroad cars is free from all liens and encumbrances (including any leasehold interests therein) other than the Existing Leases described in the attached Exhibit B, the Assignment of even date herewith between Seller and Buyer and

the rights of Seller under the Equipment Trust Agreement; and Seller further agrees to forever warrant and defend the title to the described railroad cars unto Buyer, its successors and assigns, against all lawful claims.

TRINITY INDUSTRIES LEASING COMPANY

By *E. B. Breeding*
Vice President

(SEAL)

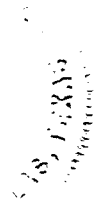
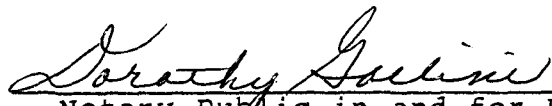
ATTEST:

Richard A. Fogel
Assistant Secretary

THE STATE OF TEXAS §
 §
COUNTY OF DALLAS §

BEFORE ME, the undersigned, a Notary Public in and for said County and State, on this day personally appeared E. B. BREEDING, Vice President of Trinity Industries Leasing Company, known to me to be the person and officer whose name is subscribed to the foregoing instrument, and acknowledged to me that the same was the act of Trinity Industries Leasing Company, a corporation, and that he executed the same as the act of such corporation for the purposes and consideration therein expressed, and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this the 28th day of March, 1980.

Notary Public in and for Dallas
County, Texas.

2943A

EXHIBIT A

<u>Quantity and Type</u>	<u>Class</u>	<u>Quantity in Gallons</u>	<u>Initialed Car Numbers</u>
194 Hopper Cars	L0	4,750 cu.ft.	TILX 510181- 510210 TILX 510217- 510218 TILX 510225 TILX 510232 TILX 510234 TILX 510237 TILX 510243- 510400
4 Tank Cars	111A100W3	23,635 gal.	TILX 260023 TILX 260026 TILX 260038- 260039
7 Tank Cars	111A100W1	30,000 gal.	TILX 190000 TILX 190003 TILX 190007- 190008 TILX 190011- 190012 TILX 190020
43 Tank Cars	112J340W	34,000 gal.	TILX 300222- 300264

EXHIBIT B

Description of Existing Leases

1. Railroad Car Lease Agreement, dated May 17, 1979, between Trinity Industries Leasing Company and Cargill, Inc. covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
194	4,750 Cu. Ft.	TILX 510181-510210
	LO	TILX 510217-510218
	Covered	TILX 510225
	Hopper Cars	TILX 510232
		TILX 510234
		TILX 510237
		TILX 510243-510400

2. Railroad Car Lease Agreement, dated September 20, 1979, between Trinity Industries Leasing Company and Industrial Fuel Oil, Inc. covering the following described cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
4	23,635 Gal.	TILX 260023
	111A100W3	TILX 260026
	Tank Cars	TILX 260038-260039

3. Railroad Car Lease Agreement, dated July 16, 1979, between Trinity Industries Leasing Company and Oxirane Chemical Company covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
7	30,000 Gal.	TILX 190000
	111A100W1	TILX 190003
	Tank Cars	TILX 190007-190008
		TILX 190011-190012
		TILX 190020

4. Railroad Car Lease Agreement, dated May 25, 1979, between Trinity Industries Leasing Company and Arco Chemical Company covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
43	34,000 Gal.	TILX 300222-300264
	112J340W	
	Tank Cars	